

ENTERED

July 07, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)
CORE SCIENTIFIC, INC. et al.¹) Chapter 11
Debtors.) Case No. 22-90341 (DRJ)
) (Jointly Administered)
) (Docket No. 950)

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF WILLKIE
FARR & GALLAGHER LLP FOR COMPENSATION OF SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
JANUARY 9, 2023 THROUGH MARCH 31, 2023**

The Court has considered the *First Interim Fee Application of Willkie Farr & Gallagher LLP for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period January 9, 2023 through March 31, 2023* (the “Application”) filed by Willkie Farr & Gallagher LLP (the “Applicant”). The Court orders:

1. The Applicant is allowed interim compensation and reimbursement of expenses in the total amount of \$2,950,087.65 for the period as set forth in the Application.

¹

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

2. The Debtors are authorized and directed to pay Applicant any unpaid amounts allowed by paragraph 1 of this Order.

Signed: July 06, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of Texas

In re:
Core Scientific, Inc.
Official Committee of Unsecured Creditor
Debtors

Case No. 22-90341-drj
Chapter 11

District/off: 0541-4
Date Rcvd: Jul 07, 2023

User: ADIuser
Form ID: pdf002

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Total Noticed: 41

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 09, 2023:

Recip ID	Recipient Name and Address
db	+ American Property Acquisition, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ American Property Acquisitions I, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ American Property Acquisitions VII, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Acquired Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Operating Company, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific Specialty Mining (Oklahoma) LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Core Scientific, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ RADAR LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Radar Relay, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
db	+ Starboard Capital LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251
trnsfee	+ B. Riley Securities, Inc., 11100 Santa Monica Blvd., Suite 800, Los Angeles, CA 90025-3979
intp	+ Board of Directors of Core Scientific, Inc., c/o Peter C. Lewis, Scheef & Stone, L.L.P., 500 North Akard Street, Suite 2700, Dallas, TX 75201-3306
intp	+ Condair Inc., c/o John S. Collins, Vorys, Sater, Seymour and Pease LLP, 909 Fannin, Suite 2700, Houston, TX 77010-1009
cr	+ Dalton Utilities, Howley Law PLLC, 711 Louisiana Street, Ste. 1850, Houston, TX 77002-2790
cr	+ Indigo Direct Lending, LLC, c/o Ross, Smith & Binford, PC, Attn: Frances A. Smith, 700 N. Pearl Street, Suite 1610 Dallas, TX 75201-7459
cr	+ J.W. Didado Electric, LLC, c/o Leonard I. Pataki, Quanta Services, 4500 S. Garnett Road, Suite 100, Tulsa, OK 74146-5221
cr	+ LV.NET, LLC, 1221 S. Casino Center Blvd., Las Vegas, NV 89104, UNITED STATES 89104-1015
cr	+ Maddox Industrial Transformer, LLC, c/o Mary M. Caskey, Esq., Haynsworth Sinkler Boyd, PA, PO Box 11889, Columbia, SC 29211-1889
intp	+ McCarthy Building Companies, Inc., c/o Watt, Tieder, Hoffar & Fitzgerald, L, 1765 Greensboro Station Place, Suite 1000, McLean, VA 22102-3468
cr	+ North Mill Equipment Finance LLC, c/o Padfield & Stout, LLP, Christopher V. Arisco, 420 Throckmorton Street, Suite 1210, Fort Worth, TX 76102-3792
cr	+ Pescadero Capital, LLC, Building LAW/JB, 700 Universe Blvd, Juno Beach, FL 33408, UNITED STATES 33408-2657
cr	+ Quinn Emanuel Urquhart & Sullivan, LLP, c/o Asher Griffin, 300 W 6th Street, Suite 2010, Austin, TX 78701 UNITED STATES 78701-3901
cr	+ Tanmar Rentals, LLC, c/o Wells & Cuellar, P.C., 440 Louisiana Suite 718, Houston, TX 77002, UNITED STATES 77002-1058
cr	+ Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Jason Binford, 2003 N. Lamar Blvd., Suite 100 Austin, TX 78705-4932
intp	+ U.S. Bank National Association, as Prepetition Not, c/o Shipman & Goodwin LLP, One Constitution Plaza, Hartford, CT 06103-1803
cr	+ c/o James Bailey Esq Gaylor Electric, Inc., d/b/a, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 5th Ave. N, Birmingham, AL 35203-2119

TOTAL: 27

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: achochheiser@mauricewutscher.com	Jul 07 2023 20:16:00	AmTrust North America, Inc. on behalf of Associate, c/o Maurice Wutscher LLP, 23611 Chagrin Blvd. Suite 207, Beachwood, OH 44122-5540
cr	+ Email/Text: beanland@mssattorneys.com	Jul 07 2023 20:16:00	BEAM Concrete Construction, Inc., c/o Misti L. Beanland, 8131 LBJ Freeway, Suite 700, Dallas,

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		TX 75251-1352
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Jul 07 2023 20:17:00
		Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328
cr	^ MEBN	Jul 07 2023 20:14:50
		GEM Mining 1, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jul 07 2023 20:14:50
		GEM Mining 2, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jul 07 2023 20:14:49
		GEM Mining 2B, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jul 07 2023 20:14:49
		GEM Mining 3, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	^ MEBN	Jul 07 2023 20:14:48
		GEM Mining 4, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024
cr	+ Email/Text: rmcdowell@slgcollect.com	Jul 07 2023 20:16:00
		Meridian Equipment Finance, LLC, c/o Saldutti Law Group, 1040 Kings Highway N., Suite 100, Cherry Hill, NJ 08034-1925
cr	Email/Text: shirley.palumbo@nexteraenergy.com	Jul 07 2023 20:16:00
		NextEra Energy Resources, LAW/JB, 700 Universe Blvd., Juno Beach, FL 33408, UNITED STATES
cr	+ Email/Text: schristianson@buchalter.com	Jul 07 2023 20:16:00
		Oracle America, Inc., Buchalter PC, c/o Shawn M. Christianson, 425 Market St., Suite 2900, San Francisco, Ca 94105-2491
cr	+ Email/Text: neil.orleans@judithwross.com	Jul 07 2023 20:16:00
		Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Judith W. Ross, 700 N. Pearl Street, Suite 1610, Dallas, TX 75201-7459
cr	^ MEBN	Jul 07 2023 20:13:40
		Texas Comptroller of Public Accounts, Revenue Acco, Christopher S. Murphy, P.O. Box 12548, Austin, TX 78711-2548
cr	+ Email/Text: BKECF@traviscountytgov	Jul 07 2023 20:16:00
		Travis County, c/o Jason A. Starks, P.O. Box 1748, Austin, TX 78767-1748

TOTAL: 14

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		36th Street Capital Partners, LLC
cr		ABLe Communications, Inc.
cr		Ad Hoc Group of Secured Convertible Noteholders
cr		Anchorage Lending CA, LLC
intp		B. Riley Commercial Capital, LLC
cr		Barings BDC, Inc.
cr		Barings Capital Investment Corporation
cr		Barings Private Credit Corp.
cr		BlockFi Lending LLC
cr		BlockFi, Inc. and its affiliated entities
cr		Bremer Bank
cr		Brown Corporation Brown Corporation, 311 Pointe North Place #4, Dalton, UNITED STATES
cr		Bryce Johnson
cr		CEC Energy Services LLC
cr		Celsius Mining, LLC

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cr Charles Basil
 cr City of Denton
 cr Coonrod Electric Co. LLC
 intp Foundry Digital LLC
 cr General Casualty Company of Wisconsin
 intp Harper Construction Company, Inc.
 cr Huband-Mantor Construction, Inc.
 cr Humphrey & Associates, Inc.
 cr MK Marlow Company, LLC
 cr MP2 Energy Texas LLC d/b/a Shell Energy Solutions
 cr Marnoy Interests, Ltd. d/b/a Office Pavilion
 cr MassMutual Asset Finance, LLC
 cr Mitch Edwards
 cr NYDIG ABL LLC
 intp Official Committee of Equity Security Holders
 crcm Official Committee of Unsecured Creditors
 cr Prime Alliance Bank, Inc.
 cr Priority Power Management, LLC
 intp SRPF A QR Riversouth LLC
 cr Sphere 3D Corp.
 cr Summit Electric Supply Company, Inc.
 cr TOYOTA INDUSTRIES COMMERCIAL FINANCE INC.
 cr Texas Capitalization Resource Group, Inc., 5201 Camp Bowie Blvd. Suite 200, Fort Worth
 intp The Ad Hoc Equity Group
 intp Trilogy LLC
 intp Trinity Capital Inc.
 cr Wingspire Equipment Finance, LLC

TOTAL: 42 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 09, 2023

Signature: _____
/s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 7, 2023 at the address(es) listed below:

Name	Email Address
Alfredo R Perez	on behalf of Debtor Starboard Capital LLC alfredo.perez@weil.com alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor American Property Acquisition LLC alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	on behalf of Debtor Core Scientific Inc. alfredo.perez@weil.com, alfredo-perez-1218@ecf.pacerpro.com;erin.choi@weil.com;clifford.carlson@weil.com;rene.olvera@weil.com;christopher.jalomo@weil.com;jake.rutherford@weil.com;theodore.heckel@weil.com
Alfredo R Perez	

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on behalf of Debtor Core Scientific Specialty Mining (Oklahoma) LLC alfredo.perez@weil.com
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Alfredo R Perez

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Alfredo R Perez

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Alfredo R Perez

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 lfolk@porterhedges.com;jdickinson@porterhedges.com

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on behalf of Creditor Quinn Emanuel Urquhart & Sullivan LLP ashergriffin@quinnemanuel.com

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Charles Thomas Kruse

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Charles Thomas Kruse

on behalf of Creditor Barings BDC Inc. tom.kruse@arnoldporter.com

Christopher S Murphy

on behalf of Creditor Texas Comptroller of Public Accounts Revenue Accounting Division bk-cmurphy@oag.texas.gov,
 sherri.simpson@oag.texas.gov

Christopher V Arisco

on behalf of Creditor North Mill Equipment Finance LLC carisco@padfieldstout.com

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Craig E Power

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Devan Joan Dal Col

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Devan Joan Dal Col

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on behalf of Creditor MK Marlow Company LLC escott@sv-legal.com

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Evan Nicholas Parrott

on behalf of Creditor GEM Mining 4 LLC eparrott@maynardcooper.com

Evan Nicholas Parrott

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jbailey@ecf.courtdrive.com

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on behalf of Creditor Ad Hoc Group of Secured Convertible Noteholders jamesgrogan@paulhastings.com

Jason Starks

on behalf of Creditor Travis County bkecf@traviscountytx.gov

Jason B. Binford

on behalf of Creditor Tenaska Power Services Co. jason.binford@rsbfir.com

Jason R Kennedy

on behalf of Creditor Humphrey & Associates Inc. bankruptcy@laperouselaw.com, amanda.olvera@laperouselaw.com

Jason S Brookner

on behalf of Creditor Committee Official Committee of Unsecured Creditors jbrookner@grayreed.com lwebb@grayreed.com

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Jeffrey Dale Stewart

on behalf of Creditor Tanmar Rentals LLC jstewart@wellscellar.com

Jeffrey Philipp Prostok

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Jennifer Jaye Hardy

on behalf of Creditor Committee Official Committee of Unsecured Creditors jhardy2@willkie.com mao@willkie.com

Jennifer L. Kneeland

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John E. Mitchell

on behalf of Creditor Bryce Johnson john.mitchell@katten.com

John F Higgins, IV

on behalf of Interested Party Harper Construction Company Inc. jhiggins@porterhedges.com, emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com

John F Higgins, IV

on behalf of Interested Party Foundry Digital LLC jhiggins@porterhedges.com emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com

John Kendrick Turner

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John Stuart Collins

on behalf of Interested Party Condair Inc. jscollins@vorys.com mdwalkuski@vorys.com

Judith W Ross

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Kelli S. Norfleet

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Kiran K Vakamudi

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Lydia R Webb

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Maegan Quejada

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Marguerite Lee DeVoll

on behalf of Interested Party McCarthy Building Companies Inc. mdevoll@wattieder.com

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Mary M Caskey

on behalf of Creditor Maddox Industrial Transformer LLC mcaskey@hsblawfirm.com, cwilliamson@hsblawfirm.com

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on behalf of Creditor Celsius Mining LLC mcavanaugh@jw.com, kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net;steso@jw.com

Matthew Ray Brooks

on behalf of Creditor Dalton Utilities matthew.brooks@troutman.com wlbank@troutman.com;Monica.Molitor@troutman.com

Matthew T Ferris

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Misti Lachelle Beanland

on behalf of Creditor BEAM Concrete Construction Inc. beanland@mssattorneys.com

Nathaniel Richard Hull

on behalf of Creditor MassMutual Asset Finance LLC nhull@verrilldana.com

Noelle M Reed

on behalf of Interested Party The Ad Hoc Equity Group noelle.reed@skadden.com daniel.mayerfeld@skadden.com;dockethoustan@skadden.com;rachel.redman@skadden.com;wendy.lamanna@skadden.com;andrea.bates@skadden.com;christopher.heaney@skadden.com

Patrick Holder Autry

on behalf of Creditor Coonrod Electric Co. LLC pautry@branscombpc.com slee@branscomblaw.com

Patrick Holder Autry

on behalf of Creditor CEC Energy Services LLC pautry@branscombpc.com slee@branscomblaw.com

Paul E Heath

on behalf of Interested Party Official Committee of Equity Security Holders pheath@velaw.com

Peter Clifton Lewis

on behalf of Interested Party Board of Directors of Core Scientific Inc. peter.lewis@solidcounsel.com, marcella.morales@solidcounsel.com

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R. J. Shannon

on behalf of Interested Party B. Riley Commercial Capital LLC rshannon@shannonpllc.com, rshannon@shannonlellp.com;7044075420@filings.docketbird.com

R. J. Shannon

on behalf of Transferee B. Riley Securities Inc. rshannon@shannonpllc.com, rshannon@shannonlellp.com;7044075420@filings.docketbird.com

Rachael L Smiley

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Reagan H. Tres Gibbs, III

on behalf of Creditor MP2 Energy Texas LLC d/b/a Shell Energy Solutions tgibbs@cokinoslaw.com

Scott D Fink

on behalf of Creditor TOYOTA INDUSTRIES COMMERCIAL FINANCE INC. Bronationalecf@weltman.com

Scott R Huete

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Shawn Kevin Brady

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TOTAL: 99